

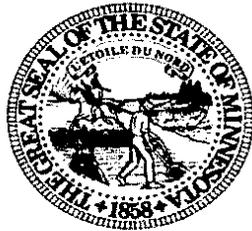


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Office of the Minnesota Secretary of State

Minnesota Public Benefit Corporation / Annual Benefit Report

Minnesota Statutes, Chapter 304A



Read the instructions before completing this form
Must be filed by March 31
Filing Fee: \$55 for expedited service in-person and online filings, \$35 if submitted by mail

The Annual Benefit Report covers the 12 month period ending on December 31 of the previous year.
Notice: Failure to file this form by March 31 of this year will result in the revocation of the corporation's public benefit status without further notice from the Secretary of State, pursuant to Minnesota Statutes, Section 304A.301

1. Corporate Name: (Required)

2. The public benefit corporation's board of directors has reviewed and approved this report.

3. In the field below, enter the information required by section 304A.301 subd. 2 or 3 for the period covered by this report, (see instructions for further information): Note: Use additional sheets if needed. (Required)

4. I, the undersigned, certify that I am the chief executive officer of this public benefit corporation. I further certify that I have signed this document no more than 30 days before the document is delivered to the secretary of state for filing, and that this document is current when signed. I further certify that I have completed all required fields, and that the information in this document is true and correct and in compliance with the applicable chapter of Minnesota Statutes. I understand that by signing this document I am subject to the penalties of perjury as set forth in Section 609.48 as if I had signed this document under oath.

Signature of Public Benefit Corporation's Chief Executive Officer

Date (Must be dated within 30 days before the report is delivered to the Secretary of State for Filing)

Email Address for Official Notices

Enter an email address to which the Secretary of State can forward official notices required by law and other notices:

Check here to have your email address excluded from requests for bulk data, to the extent allowed by Minnesota law.

List a name and daytime phone number of a person who can be contacted about this form:

<input type="text" value="Jennifer Pennington"/>	<input type="text" value="612-670-9612"/>
Contact Name	Phone Number

Entities that own, lease, or have any financial interest in agricultural land or land capable of being farmed must register with the MN Dept. of Agriculture's Corporate Farm Program.

Does this entity own, lease, or have any financial interest in agricultural land or land capable of being farmed?
 Yes No



First Annual Benefit Report

Of

Can Can Wonderland, SBC

A Minnesota Specific Public Benefit Corporation

December 31, 2015

History of Can Can Wonderland

Chris Pennington had been an artist and a volunteer for the Soap Factory for years. He noticed that while art openings were well attended, the gallery was mostly empty during the remaining time. In addition, the nonprofit was struggling financially, as many nonprofits are. His day job as a Minneapolis high school teacher led him to the Ah-ha Moment. Instead of having a school hold a bake sale, why not build a bakery that funds a school. He decided to apply this concept to the arts. In 2006, Chris Pennington founded the artist-designed Haunted Basement at the Soap Factory, and Jennifer Pennington helped launch the program. It was a wild success. Now in its 9th year, it generates almost \$500,000 for the Soap Factory each year.

During her tenure at the Walker Art Center, Christi Atkinson initiated and implemented the highly successful 2004 and 2008 temporary artist-designed mini-golf courses. Chris Pennington was commissioned to build a hole for the 2008 course. Building on his success with the Haunted Basement, he conceived of the idea to build a permanent artist-designed mini-golf course that provides ongoing funding for the arts. He and his wife, Jennifer, began to explore the feasibility of this idea. When development began to move forward on the Schmidt Brewery, the Penningtons knew they had found their ideal location. Atkinson joined the venture in 2012, and Rob Clapp joined the group in 2014.

On January 2, 2015, the organization rebranded itself as Can Can Wonderland, SBC and reincorporated as a public benefit corporation.

Key Management

Jennifer Pennington, CEO

Jennifer's experience working in both the for-profit and nonprofit sectors has given her a powerful skill set that includes knowledge and experience in fundraising, human resources, marketing, financial management, organizational theory, conflict resolution, community outreach, research and evaluation, and program development. She possesses the ability to see the grand vision as well as the details. She understands when it is necessary to direct, delegate, or coach. Her organization skills combined with the creative resourcefulness of working in small nonprofits has already benefited Can Can Wonderland in many ways from a prestigious national grant award to pro bono legal work to placing in a highly competitive business competition.

For the past five years, Jennifer has been working as a nonprofit consultant. She also is an adjunct faculty member at Metropolitan State University where she teaches a course on "Leadership in Organizations and Public Life." She has over 18 years of nonprofit management experience. Jennifer has also sat on a number of nonprofit board of directors including the Art Shanty Projects, Twin Cities Mobile Market, Minnesota Chapter of the American Society for Public Administration, Early Childhood Resource & Training Center, and Sociologists of Minnesota. She has a Masters in Public Administration from Hamline University's School of Business. In 2013, former St. Paul mayor, Jim Scheibel, named her an Opportunity Nation Leader.

Rob Clapp, CFO

Rob Clapp is positioned to be CFO after months of fact finding and painstaking research, data collection, etc. He has been successfully self-employed for 14 years, is an entrepreneur, and well-versed from consulting with other business owners. He is familiar with all facets of real estate, including marketing, and the creator of Summit Group. He impressively won the 30 under 30 award from Realtor Magazine as well.

Rob Clapp is the owner and real estate broker of Summit Group / KW Commercial where he has represented a number of local restaurants, bars, and arts organizations. He also has great management experience in restaurants. In 2010, he completed Wilder Foundation's Neighborhood Leadership program.

Christi Atkinson, Artistic Director

In 2004 and 2008, Atkinson initiated and implemented the highly successful artist-designed outdoor mini golf courses at the Walker Art Center, both of which exceeded attendance and revenue goals. Her experience with Walker is invaluable as she spearheaded the artist designed mini golf there. This was originally intended to be a one time exhibit but was wildly successful. Christi also has executive experience with managing employees and volunteers, and a strong connection with youth. These attributes are topnotch and invaluable to our Executive Team.

Atkinson was the Associate Director of Education at the Walker Art Center in Minneapolis from 1996 -2008. Atkinson launched the Teen Arts Council, a visionary program designed to connect teens with contemporary art and artists that now serves as an international model for alternative education formats. Atkinson also directed the Walker's Public Programs, Interpretive Programs, Teen Programs, and mnartists.org.

In addition to her work at the Walker, Atkinson was the Chief Curator at The Soap Factory from 1993 - 2001. Under her leadership, The Soap Factory grew from a small storefront renting in downtown Minneapolis to the owner of a 48,000 sq. ft. warehouse along the Mississippi River; the budget increased more than ten-fold, and the organization became an internationally known art site. From 1996-2000 Atkinson worked as the Arts Director for Kulture Klub at Project OffStreets, a program which develops and guides interactions between artists, arts organizations, and homeless youth. She is also a former member of the Education Department at the Museum of Modern Art, NY.

Chris Pennington, Creative Director

Our Creative Director Chris Pennington is an experienced artist who has worked with the Walker Art Center, the Soap Factory, and many other venues and events in the Twin Cities. He has a knack for creating cool events that everyone wants to experience for themselves. Chris also worked for Minneapolis Public Schools for 16 years where, as a teacher, he developed many innovative new programs.

Chris has worked in many mediums including music, film, sculpture, and installation. He has found the most enjoyment creating work that lives outside of art galleries and encourages participation and exchange with the audience. This has lead Chris to create several iconic Twin Cities events including the Soap Factory's artist-designed Haunted Basement, Ten Second Film Festival, Community Water Balloon Fight, and Liberty Parade.

Highlights of the Year

In January 2015, we put out a call for artists to build an 18 hole artist-designed mini golf course. We received over 200 proposals from all over Minnesota and as far away as Australia. Three elementary & middle school teachers wrote curriculum around our proposal, encouraging their students to use art, math, and physics concepts to develop and submit mini golf proposals in our "design" category. We selected two of these youth proposals for our mini golf course. Proposals for all 18 mini golf holes were selected and accepted in March 2015. We were pleased to have a range of young and old, emerging artists and established artists be part of this group.

When we obtained a lease at 755 North Prior Avenue, artist, Karl Unnasch conceived of the idea to build stained glass around the water tower on the property. The stained glass would be lit from behind, creating a beautiful beacon of public art for the Creative Enterprise Zone and St. Paul. He was awarded a Knight Arts Challenge grant, and, at our urging, the building owners matched the grant. This demonstrates how we have attracted additional investment in the arts. The water tower, which is expected to be completed in September 2016, will contribute to the vibrancy of the Hamline Midway community and provide an exterior visual of what is happening inside our building.

With regard to the period covered by this report, January 1, 2015 to December 31, 2015, Can Can Wonderland, SBC pursued the specific benefit purpose stated in its articles in the following ways:

In 2015, we worked with over 65 artists including mini golf artists, muralists, photographers, videographers, design, an architect, a jeweler, and a potter. \$132,539.91 went to artists. For most, this amount represented the first half of payment for mini golf holes. The second half will be paid in 2016 upon installation and completion of the mini golf course.

Our partnership with Ecoset resulted in numerous in-kind donations which we have shared with our artists and arts partners. The donations ranged from raw materials for artistic use to props and sets that will be reused by artists and arts organizations.

The following is a description of how we believe we succeeded in achieving the goals of our specific benefit purpose.

In 2015, we worked with 65 artists of varying disciplines including design, fabrication, architecture, sculpture, murals, photography, videography, jewelry, and pottery. The artists ranged from emerging artists to established artists. It is important that we are inclusive of emerging artists because it provides opportunities for them to expand their skill set and to grow as an artist.

We hired one FTE Project Manager who was paid a salary commensurate with the market, and worked with the mini golf artists.

We have established partnerships with a number of arts and community / civic organizations including educational institutions.

The following is a description of what prevented us from achieving the specific benefit purpose, to the extent that we did not pursue or create the specific benefit purpose in this reporting year.

As of December 2015, we were still raising capital and waiting for our demo permit and building permit from the city. Construction had not yet started. Despite not yet being open, we believe we did achieve our specific benefit purpose by working with a demographically diverse group of artists of varying artistic disciplines, investing in the arts, and attracting investment for the arts.

CERTIFICATION BY THE BOARD OF DIRECTORS

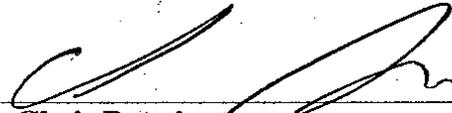
The undersigned, being all the directors of Can Can Wonderland, SBC, hereby acknowledge and certify that we have reviewed and approved the enclosed First Annual Report.



Christi Atkinson



Rob Clapp



Chris Pennington



Jennifer Pennington



Work Item 883820900030
Original File Number 803420300034

STATE OF MINNESOTA
OFFICE OF THE SECRETARY OF STATE
FILED
04/12/2016 11:59 PM

Steve Simon

Steve Simon
Secretary of State